



Corporate Governance Guidelines

These Corporate Governance Guidelines were adopted by the Board of Directors of the Company and, along with the charters of the board committees, are intended to provide the framework of governance of the Company.

A. Composition of the Board of Directors

1. **Size.** In recent years, the Board has had 10 or 11 members. This size makes the Board large enough to allow for a diversity of perspectives and backgrounds without being so large as to impede effective discussion. The quality of the individuals serving and the overall balance of the Board is more important than the precise number of members. The Corporate Governance Committee periodically reviews the size of the Board, and these considerations could lead the Corporate Governance Committee to recommend to the Board, from time to time, a smaller or larger Board, subject to the limitations contained in the Company's certificate of incorporation.
2. **Independence.** A majority of the Board consists of "independent directors," as defined under NYSE rules. No director shall qualify as "independent" unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). In order to assist the Board in making this determination, the Board has adopted, as categorical standards of independence, the standards contained in the NYSE rules, with the following additional standard: a director who is an executive officer or director of a company that receives payments from the Company in an amount which exceeds 1% of such other company's consolidated gross revenues is not "independent" until three years after falling below such threshold. See the categorical standards of independence set forth in Exhibit A. The Company will disclose, in its annual proxy statement, the names of those directors that the Board has determined to be independent under the rules and the categorical standards. In addition, for purposes of Audit Committee independence only, no member of the Audit Committee may accept directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary of the Company or be an affiliated person of the Company or any subsidiary of the Company.
3. **Retirement.** In the course of its annual self-evaluation described below, the Board will evaluate the performance of individual directors, including the appropriate time for retirement. Accordingly, the Board does not believe that arbitrary retirement ages serve the needs of the Company.
4. **Change of Job Responsibility.** Independent directors who change the primary position they held when they were elected to the Board will promptly advise the Corporate Governance Committee of the change for review and recommendation to the Board. It is not the sense of the Board that in every instance directors who retire from or change the primary position they held when they came on the Board should necessarily leave the Board. The Board should, however, have an opportunity through the Corporate Governance Committee to review the continued appropriateness of Board membership under the circumstances.
5. **Candidates.** The Board as a whole is responsible for selecting candidates for director. The Corporate Governance Committee is responsible for screening and recommending candidates. In discharging this responsibility, the Committee considers the nature of the expertise and experience required for the performance of the duties of a director of a company engaged in the Company's business and such matters as the relevant business, academic and industry experience, professional background, age, current employment, community service and other board service of candidates for directors, as well as the racial, ethnic and gender diversity of the Board. The Corporate Governance Committee seeks to identify, as candidates for director, persons with a reputation for and record of integrity and good business judgment who (1) have experience in positions with a high degree of responsibility and are leaders in the organizations with which they are affiliated, (2) are free from conflicts of interest that could interfere with a director's duties to the Company and its stockholders, and (3) are willing and able to make the necessary commitment of time and attention required for effective Board service. The Corporate Governance Committee also takes into account the candidate's level of financial literacy. The Corporate Governance Committee monitors the mix of skills and experience of the directors in order to assess whether the Board has the necessary tools to perform its oversight function effectively.
6. **Term Limits.** Although the Corporate Governance Committee will consider length of service in recommending candidates for re-election, the Board does not believe that adopting a set term limit for directors serves the interests of the Company.
7. **Service on Other Boards.** The Board does not believe that fixing a specific limitation on the number of directorships a member of the Board may hold serves the interests of the Company. The Board recognizes that service on too many boards may interfere with the ability of a director to perform his or her responsibilities as a director, and the Corporate Governance Committee will take into account the competing demands on a person's time in deciding whether or not to recommend to the Board such person's nomination or renomination as a director. A member of the Audit Committee may not serve on the audit committee of more than two additional public companies.
8. **Leadership.** The Board should remain free to configure leadership of the Board and the Company in the way that best serves the Company's interests at the time and, accordingly, has no fixed policy with respect to combining or separating the offices of Chairman and CEO. If the Chairman is not an independent director, a Lead Director shall be chosen

annually by the Corporate Governance Committee. The Chairman, or, if the Chairman is not independent, the Lead Director will serve as chair of the Corporate Governance Committee and shall be the presiding director for purposes of NYSE rules.

9. Compensation. Director compensation should be set by the Board. The Corporate Governance Committee, with the assistance of the Company's staff, reviews the amount and composition of director compensation from time to time and makes recommendations to the Board when it concludes changes are needed. In recommending director compensation, the Corporate Governance Committee considers the potential negative effect on director independence if director compensation and perquisites exceed customary levels.
10. Resignation of Incumbent Directors. Each director who is recommended for reelection by the Board in an election in which the only nominees are those who have been recommended by the Board must execute a conditional resignation, effective only if both (a) the votes against his or her election exceed the votes in favor of his or her election (a "failed reelection") and (b) such resignation is subsequently accepted by the Board. Any failed reelection will be referred to the Corporate Governance Committee, which will make a recommendation to the Board as to whether to accept or reject the resignation. The Board will make a determination and publicly disclose its decision, the rationale for the decision and the directors who participated in the process within 90 days after the election.

The Board expects the director who has had a failed reelection to abstain from participating in the Corporate Governance Committee or Board discussion or vote regarding whether to accept his or her resignation offer. A director who has had a failed reelection may participate in discussions or votes with respect to other directors who have had a failed reelection.

B. Responsibilities of Directors; Meeting Attendance and Preparation

1. General Responsibilities of Directors. Directors are expected to exercise their business judgment in good faith and in what they reasonably believe to be the best interests of the Company and its stockholders. In discharging those obligations, directors should be entitled to rely on the honesty and integrity of the Company's senior management and outside advisors and auditors.
2. Indemnification. Directors shall be entitled to indemnification to the fullest extent permitted by law and by the Company's charter and by-laws and to exculpation as provided by state law and by the Company's charter. Directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf.
3. Agendas. The Chairman of the Board is responsible for setting and circulating in advance an agenda for each meeting. Any director may suggest items for inclusion on the agenda or may raise, at any Board meeting, subjects that are not on the agenda for that meeting. The Board expects that meeting agendas will include on a regular basis a review of financial performance and a review of the Company's business strategies and practices.
4. Meeting Attendance and Preparation. Directors are expected to attend all Board meetings and to spend the time needed to discharge their responsibilities as directors. Materials with respect to matters on which action is expected to be taken are circulated to the Board at least several days in advance of the meeting whenever possible, and directors are expected to review these materials in advance of the meeting. Financial reports, certain Committee minutes and other background materials are also circulated in advance of the meeting and during months when the Board is not scheduled to meet.
5. Attendance at Annual Meeting of Stockholders. Directors are expected to attend the annual meeting of the Company's stockholders.
6. Executive Sessions. The non-management members of the Board meet, without management, at regularly scheduled executive sessions which may take place before or after a regularly scheduled meeting of the full board. The Chairman, or if the Chairman is not independent, the Lead Director, presides at the executive sessions, as disclosed in the Company's annual proxy statement. All of the independent members of the Board of Directors meet regularly as the Corporate Governance Committee.
7. Communications with Directors. The Company discloses, in its annual proxy statement and on its website, one or more methods by which stockholders and other interested parties may communicate directly with the Board of Directors, including the Chairman or Lead Director, as the case may be, who presides over executive sessions of the Board, individual directors and the independent directors as a group.
8. Access to Employees, Outside Advisors and Independent Auditor. The Board expects that senior officers of the Company will regularly attend Board and Committee meetings, present proposals and otherwise assist in the work of the Board. Members of the Board have direct access to any of the Company's employees, outside advisors and independent auditor.
9. Authority to Engage Advisors. The Board has the power to hire independent legal, financial or other advisors as it deems necessary, without consulting or obtaining the approval of any officer of the Company in advance, and the Company will pay any fees and expenses incurred in connection with the engagement.

C. Committees of the Board

1. Numbers and Composition of Committees. The Company will have at all times Audit, Corporate Governance, and Officer Nomination and Compensation Committees. The Company also has Finance and, Environmental, Health and Safety Committees. The responsibilities of each Committee and any membership requirements are contained in, or set by the Board pursuant to, the Company's By-laws and, in the case of the Audit, Corporate Governance, Officer Nomination and

Compensation Committee, Finance, and Environmental, Health and Safety, a charter approved by the Board. The Company complies with all applicable NYSE rules and regulatory requirements concerning the membership of the Audit, Corporate Governance, and Officer Nomination and Compensation Committee, including those with respect to the independence of the directors who serve on those Committees. Employees of the Company do not serve on any of the Committees, although the staff work needed for each Committee is coordinated by a designated officer of the Company. The Corporate Governance Committee reviews the Committee structure of the Board and the membership of the various Committees at least annually and makes recommendations for any changes to the Board.

2. **Committee Chairs and Membership.** The Board believes that Committee assignments should be based on the director's knowledge, interests and areas of expertise.
3. **Committee Meeting Procedures.** The Committee Chair, in consultation with the Committee members and the officer supporting the Committee, determines the frequency of Committee meetings. Directors are expected to attend all meetings of the Committees on which they sit and to spend the time needed to discharge their responsibilities as members of those Committees. The agenda and any background materials for Committee meetings may be developed in consultation with Committee members, management, or the officer responsible for supporting the Committee and are circulated in advance of a meeting whenever practical. Committee members are expected to review these materials in advance of the meeting. The Committee Chairs report to the Board after each meeting, and minutes of the Committees are circulated to the Board.

D. Role with Respect to Management

1. **Evaluation of Senior Officers.** A key responsibility of the Board is to monitor the performance of the CEO and, in consultation with the CEO, the performance of other senior officers. The Corporate Governance Committee conducts a formal review annually and reports to the Board.
2. **Succession Planning.** The CEO discusses succession planning annually with the Corporate Governance Committee and, together with the Chair of that Committee, reviews the discussion with the Board. The Corporate Governance Committee also discusses succession planning in the event of the unexpected death, incapacity or resignation of the CEO and recommends to the Board an appropriate successor under such circumstances.
3. **Communication.** Management speaks for the Company. Inquiries from institutional investors, the press and others should be referred to the CEO or other appropriate officers. Individual directors may from time to time meet with various constituencies of the Company, but the Board expects that this would be done only with its concurrence or that of management.

E. Director Stock Ownership

Non-employee directors of the Company are required to hold Company stock in an amount equal to or greater than four times the annual cash retainer paid to directors by the Company. Company stock that counts toward satisfaction of this requirement include:

- Shares purchased on the open market;
- Stock units obtained through director compensation plans; and As amended 10/28/2008
- Shares beneficially owned in a trust, by a spouse or other immediate family member residing in the same household.

Ownership levels should be achieved within five years of the adoption of this requirement or within five years of first appointment to the Board. Adherence to the ownership requirement will be measured annually using the retainer amount in effect on December 31, the number of shares or stock units owned on December 31 and the average stock price during the six-month period of July 1 to December 31. Once a director attains compliance with the ownership requirement, he or she will not be considered to fall out of compliance solely due to subsequent stock price declines.

F. Director Orientation and Continuing Education

All new directors are required to participate in an orientation program, which is generally conducted within four months of each annual meeting at which new directors are elected. The orientation program includes the introduction of the new directors to the Company's principal officers and presentations by senior management to familiarize new directors with the Company's strategic plans and business units and generally includes a visit to the Company's headquarters. All other directors are invited to attend the orientation program. The Board considers it desirable that directors participate in continuing education opportunities and considers such participation an appropriate expense to be reimbursed by the Company.

G. Periodic Evaluation of Guidelines

The Corporate Governance Committee of the Board reviews and reassesses these Guidelines periodically and submits any recommended changes to the Board for its approval.

H. Annual Performance Evaluation

The Corporate Governance Committee leads the Board in an annual self-evaluation to determine whether the Board and its

committees are functioning effectively and in compliance with these Corporate Governance Guidelines. Such evaluation includes a review and assessment of the continuing independence of the Board's non-management directors. The Corporate Governance Committee solicits comments from all of the directors and reports annually to the Board on its assessment of the Board's performance and its recommendations for improvement. All directors are encouraged to make suggestions at any time for the improvement of the Board's practices.

I. Policy Statement on Stockholder Rights Plans

The Company does not currently have a stockholder rights plan. In the future, the Board will only adopt a stockholder rights plan if either:

1. Stockholders have approved the adoption of the plan; or
2. The Board, in the exercise of its fiduciary responsibilities, determines that, under the circumstances then existing, it is in the best interest of stockholders for the Company to adopt a stockholder rights plan without the delay that would result from seeking stockholder approval; provided that such a plan would be subject to a ratification vote of the stockholders within twelve months of adoption or expire.

If the Board adopts a plan under (2) above and the plan is not approved by a majority of stockholders who vote on the ratification of the plan, then the plan will immediately terminate.

Exhibit A: Independence Standards

No director of the Company shall qualify as "independent" unless the board of directors affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company).

In addition, a director of the Company shall not be deemed "independent" if:

- i. The director is, or has been within the last three years, an employee of the Company, or an immediate family member is, or has been within the last three years, an executive officer, of the listed company.
- ii. The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$100,000 in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
- iii.
 - A. The director or an immediate family member is a current partner of a firm that is the Company's internal or external auditor;
 - B. the director is a current employee of such a firm;
 - C. the director has an immediate family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or
 - D. the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time.
- iv. The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee.
- v. The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds 1% of such other company's consolidated gross revenues.

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